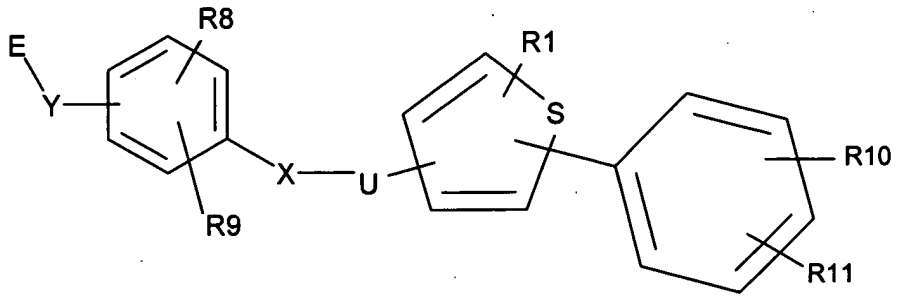
Amendments to the Claims

What is claimed is:

1. (Canceled)
2. (Canceled)
3. (Canceled)
4. (Currently Amended) A compound of the Formula I:



or stereoisomersstereoisomers, or pharmaceutically acceptable salts, solvates and hydrates thereof, wherein:

(a) R1 is selected from the group consisting of hydrogen, C_1-C_8 alkyl, C_1-C_8 alkenyl, phenyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl, wherein C_1-C_8 alkyl is optionally substituted with from one to three substituents independently selected from R1'; and further wherein C_1-C_8 alkenyl, phenyl, , and C3-C6 cycloalkylaryl-C_{0-2}-alkyl, are each optionally substituted with from one to three substituents independently selected from R2;

(b) R1' are each independently selected from the group consisting of hydroxy, cyano, nitro, halo, oxo, C_1-C_6 alkyl-COOR12, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkyloxy, C_3-C_7 cycloalkyl, aryloxy, aryl-C_{1-4}-alkyl, C(O)R13, COOR14, OC(O)R15, $OS(O)_2R16$, $N(R17)_2$, NR18C(O)R19, $NR20SO_2R21$, SR22, S(O)R23, $S(O)_2R24$, and $S(O)_2N(R25)_2$; R12, R13, R14, R15, R16, R17, R18, R19, R20, R21, R22, R23, R24 and R25 are each independently selected from the group consisting of hydrogen, C_1-C_6 alkyl and aryl;

(c) R2, R26, R27, R28, and R31 are each independently selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C_1-C_6 alkyl, C_1-C_6 alkyl-COOR12, C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkyloxy, C_3-C_7 cycloalkyl, aryloxy, aryl-C_{0-4}-alkyl, heteroaryl, heterocycloalkyl, C(O)R13, COOR14, OC(O)R15, $OS(O)_2R16$, $N(R17)_2$, NR18C(O)R19, $NR20SO_2R21$, SR22, S(O)R23, $S(O)_2R24$, and $S(O)_2N(R25)_2$;

(d) X is O;

(e) U is an aliphatic linker;

(f) Y is selected from the group consisting of C, O, S, NH and a single bond;

(g) E is C(R3)(R4)A wherein

(i) A is selected from the group consisting of carboxyl, , C_1-C_6 alkylnitrile, carboxamide, sulfonamide and acylsulfonamide; wherein sulfonamide, and acylsulfonamide are each optionally substituted with from one to two groups independently selected from R^7;

(ii) each R^7 is independently selected from the group consisting of hydrogen, C_1-C_6 haloalkyl, aryl C_0-C_4 alkyl and C_1-C_6 alkyl;

(iii) R3 is selected from the group consisting of hydrogen, C_1-C_5 alkyl, and C_1-C_5 alkoxy; and

(iv) R4 is selected from the group consisting of H, C_1-C_5 alkyl, C_1-C_5 alkoxy, aryloxy, C_3-C_6 cycloalkyl, and aryl C_0-C_4 alkyl, and R3 and R4 are optionally combined to form a C_3-C_4 cycloalkyl, and wherein alkyl, alkoxy, cycloalkyl and aryl-alkyl are each optionally substituted with one to three each independently selected from R26; with the proviso that when R1 is C_1-C_8 alkyl, Y is in a para substituted position with relation to X, and X is selected from the group consisting of a bond and O, then R4 is selected from the group consisting of C_1-C_5 alkoxy, aryloxy, and arylC_0-C_4 alkyl;

(h) R8 is selected from the group consisting of hydrogen, C_1-C_4 alkyl, C_1-C_4 alkylenyl, and halo;

(i) R9 is selected from the group consisting of hydrogen, C_1-C_4 alkyl, C_1-C_4 alkylenyl, halo, aryl-C_0-C_4 alkyl, , C_1-C_6 allyl, and OR29, and wherein aryl-C_0-C_4 alkyl are each optionally substituted with from one to three independently selected from R27; R29 is selected from the group consisting of hydrogen and C_1-C_4 alkyl;

(j) R10 is selected from the group consisting of C_3-C_7 cycloalkyl, aryl-C_{0-4}-alkyl, aryl-C_{1-4}-heteroalkyl, heteroaryl-C_{0-4}-alkyl, C3-C6 cycloalkylaryl-C_{0-2}-alkyl, and aryloxy, provided that when the aliphatic linker, U, is C_1-C_3 alkyl substituted with arylC_1-C_4alkyl, then R10 is selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C_1-C_6 alkyl, C_1-C_6 alkyl-COOR12'', C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkyloxy, C_3-C_7 cycloalkyl, aryl-C_{0-4}-alkyl, aryl- C_{1-4}-heteroalkyl, heteroaryl-C_{0-4}-alkyl, C3-C6 cycloalkylaryl-C_{0-2}-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', $OS(O)_2$R16', $N(R17')_2$, NR18'C(O)R19', NR20'SO_2R21', SR22', S(O)R23', $S(O)_2$R24', and $S(O)_2N(R25')_2$; and wherein aryl-C_{0-4}-alkyl, aryl- C_{1-4}-heteroalkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl are each optionally substituted with from one to three independently selected from R28

(k) R11 is selected from the group consisting of hydrogen, hydroxy, cyano, nitro, halo, oxo, C_1-C_6 alkyl, C_1-C_6 alkyl-COOR12'', C_1-C_6 alkoxy, C_1-C_6 haloalkyl, C_1-C_6 haloalkyloxy, C_3-C_7 cycloalkyl, aryl-C_{0-4}-alkyl, aryl- C_{1-4}-heteroalkyl, heteroaryl-C_{0-4}-alkyl, C3-C6 cycloalkylaryl-C_{0-2}-alkyl, aryloxy, C(O)R13', COOR14', OC(O)R15', $OS(O)_2$R16', $N(R17')_2$, NR18'C(O)R19', NR20'SO_2R21', SR22', S(O)R23', $S(O)_2$R24', and $S(O)_2N(R25')_2$; and wherein aryl-C_{0-4}-alkyl, aryl- C_{1-4}-heteroalkyl, heteroaryl-C_{0-4}-alkyl, and C3-C6 cycloalkylaryl-C_{0-2}-alkyl are each optionally substituted with from one to three independently selected from R28; and

(l) R12', R12'', R13', R14', R15', R16', R17', R18', R19', R20', R21', R22', R23', R24', and R25' are each independently selected from the group consisting of hydrogen, C_1-C_6 alkyl and aryl; or the compound of Formula I is ~~selected from the group consisting of 3-{2-Methyl-4-[5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenyl}-propionic acid and~~ 3-{2-Methyl-4-[5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenyl}-propionic acid.

5. (Canceled)

6. (Canceled)

7. (Previously Presented) A compound as claimed by Claim 4 wherein R4 is selected from the group consisting of C_1-C_5 alkoxy, aryloxy, and arylC_0-C_4 alkyl.

8. (Previously Presented) A compound as claimed by Claim 4 wherein Y is O.

9. (Peviously Presented) A compound as claimed by Claim 7 wherein Y is C.

10. (Previously Presented) A compound as claimed by Claim 7 wherein Y is S.

11. (Canceled).

12. (Currently Amended) A compound as claimed by Claim 4~~Claim 1~~ wherein A is carboxyl.

13. (Previously Presented) A compound as claimed by Claim 4 wherein R1 is H.

14. (Previously Presented) A compound as claimed by Claim 13 wherein A is COOH and R1 is H.

15. (Previously Presented) A compound as claimed by Claim 14 wherein R10 is haloalkyl.

16. (Previously Presented) A compound as claimed by Claim 4 wherein R10 is CF_3.

17. (Previously Presented) A compound as claimed by Claim 14, wherein R10 is haloalkyloxy.

18. (Previously Presented) A compound as claimed by Claim 4 wherein R10 and R11 are each independently selected from the group consisting of hydrogen, halo, oxo, C_1-C_6 alkyl, C_1-C_6 alkyl-COOR12'', C_1-C_6 alkoxy, C_1-C_6 haloalkyl, and C_1-C_6 haloalkyloxy.

19. (Previously Presented) A compound as claimed by Claim 4 wherein R10 is selected from the group consisting of C_3-C_7 cycloalkyl, aryl-C_{0-4}-alkyl, aryl-C_{1-4}-heteroalkyl, heteroaryl-C_{0-4}-alkyl, C3-C6 cycloalkylaryl-C_{0-2}-alkyl, and aryloxy.

20. (Previously Presented) A compound as claimed by Claim 4 wherein R8 and R9 are each independently selected from the group consisting of hydrogen and C_1-C_3 alkyl.

21. (Previously Presented) A compound as claimed by Claim 4 wherein R3 and R4 are each independently selected from the group consisting of C_1-C_2 alkyl.

22. (Previously Presented) A compound as claimed by Claim 4 wherein R3 and R4 are each independently selected from the group consisting of hydrogen and C_1-C_2 alkyl.

23. (Canceled).

24. (Previously Presented) A compound as claimed by Claim 4 wherein U is C_1-C_3 alkyl.

25. (Original) A compound as claimed by Claim 24 wherein U is saturated.

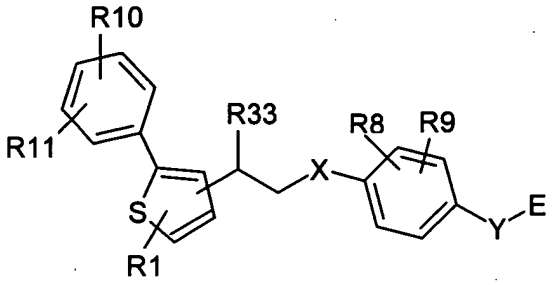
26. (Original) A compound as claimed by Claim24, wherein U is substituted with C_1-C_3 alkyl.

27. (Original) A compound as claimed by Claim 24, wherein U is substituted with arylC_1-C_4alkyl.

28. (Canceled)

29. (Previously Presented) A compound as claimed by Claim 4 wherein R1 is phenyl.

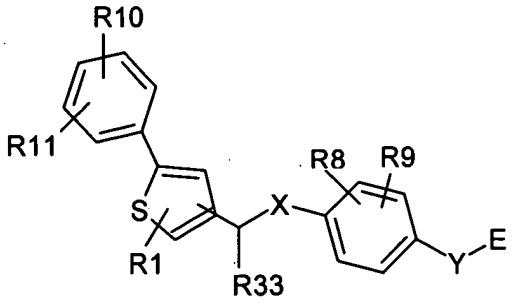
30. (Previously Presented) A compound as claimed by Claim 4 represented by the following Structural Formula II:



wherein R33 is arylC_1-C_4 alkyl

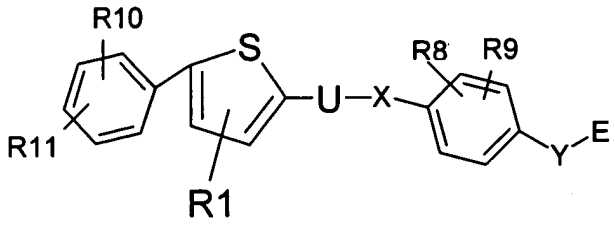
31. (Canceled)

32. (Previously Presented) A compound as claimed by Claim 4 represented by the following Structural Formula III:

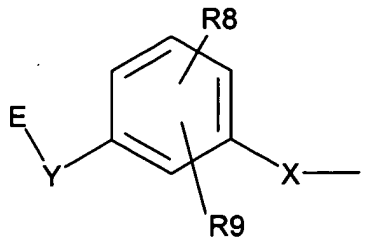


R33 is selected from the group consisting of hydrogen, C_1-C_3 alkyl, and arylC_0-C_4 alkyl.

33. (Previously Presented) A compound as claimed by Claim 4 represented by the following Structural Formula IV:



34. (Previously Presented) A compound as claimed by Claim 4 wherein the headpiece of Formula I is:



35. (Canceled)

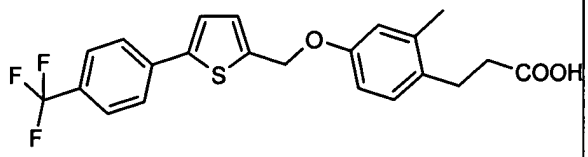
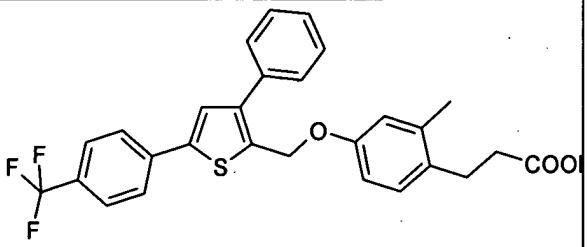
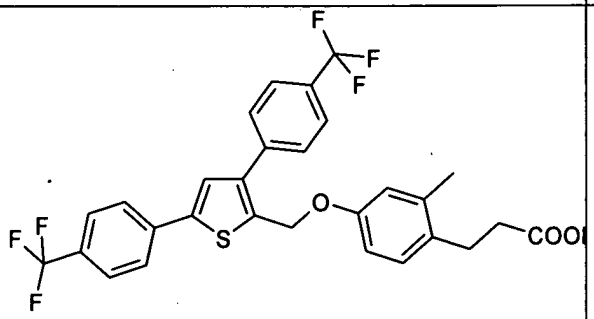
36. (Canceled).

37. (Canceled)

38. (Previously Presented) A compound as claimed by Claim 4, wherein the compound is selected from the group consisting of (2-Methyl-4-{2-[3-methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propylsulfanyl}-phenoxy)-acetic acid, (2-Methyl-4-{2-[3-methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propylsulfanyl}-phenoxy)-acetic acid, and 3-(2-Methyl-4-{2-[3-methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propylsulfanyl}-phenyl)-propionic acid.

39. (Previously Presented) A compound as claimed by Claim 4 that is (3-{2-[3-Methyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-yl]-propoxy}-phenyl)-acetic acid.

40. (Previously Presented) A compound as claimed by Claim 4 wherein the compound is selected from the group consisting of

Compound	Name
	**3-{2-Methyl-4-[5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenyl}-propionic acid**
	**3-{2-Methyl-4-[3-phenyl-5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenyl}-propionic acid**
	**3-{4-[3,5-Bis-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-2-methyl-phenyl}-propionic acid.**

41. (Previously Presented) A compound as claimed by Claim 4 which is 3-{2-Methyl-4-[5-(4-trifluoromethyl-phenyl)-thiophen-2-ylmethoxy]-phenyl}-propionic acid.

42. (Previously Presented) A compound as claimed by Claim 4 which is the S conformation.

43. (Previously Presented) A compound as claimed by Claim 4 which is the R conformation.

44. (Previously Presented) A pharmaceutical composition, comprising as an active ingredient, at least one compound as claimed by Claim 4 together with a pharmaceutically acceptable carrier or diluent.

45. (Canceled)

46. (Currently Amended) A method of ~~treating~~ mitigating the progression of the symptoms associated with diabetes mellitus in a mammal, comprising the step

of administering to the mammal in need thereof, a therapeutically effective amount of at least one compound of Claim 4.

47. (Currently Amended) A method of ~~treating~~ mitigating the progression of the symptoms associated with Metabolic syndrome in a mammal, comprising the step of administering to the mammal in need thereof a therapeutically effective amount of at least one compound of Claim 4.

48. (Canceled)

49. (Canceled)

50. (Currently Amended) A method of ~~treating~~ mitigating the progression of the symptoms associated with -atherosclerosis in a mammal, comprising the step of administering to the mammal in need thereof a therapeutically effective amount of at least one compound of Claim 4.

51. (Canceled)

52. (Canceled)

53. (Canceled)

54. (Canceled)

55. (Canceled)

56. (Canceled)

57. (Previously Presented) A compound as Claimed by Claim 4 for use as a pharmaceutical.

58. (Previously Presented) A compound as claimed by Claim 4 wherein the compound is radiolabeled.

59. (Canceled)

60. (Canceled)